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NYSE Regulation**VIA FACSIMILE AND U.S. MAIL**

July 29, 2008

Ms. Velma Smith, Branch Chief
Branch of Filer Support 2, Mailstop 1-4
Securities and Exchange Commission
450 Fifth Street, N.W., Room #1004
Washington, D.C. 20549

Re: China Distance Education Holdings Limited**PROCESSED**

JUL 31 2008

THOMSON REUTERS

Dear Ms. Smith:

Please be advised that NYSE Regulation, Inc. has received (on July 14, 2008) an application from the above-referenced issuer and has approved the following securities for listing on NYSE Arca, Inc. ("Exchange"):

American Depositary Shares, each representing four Ordinary Shares
Ordinary Shares, par value US \$0.0001 per share *

*Not for trading, but only in connection with the registration of American Depositary Shares

The Exchange requests acceleration of registration of these securities under the Securities Exchange Act of 1934. Please acknowledge receipt of this letter by stamping the enclosed copy with the date received and returning it in the post-paid self-addressed envelope. If there are any questions, please call me at (312) 442-7832. Your assistance is greatly appreciated.

Sincerely,


Craig A. Gray
Lead Analyst—Listing Compliance

Enclosure



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END

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